

WHEREAS, the Official Committee of Unsecured Creditors ("UCC") has asserted that the estate and creditors hold various additional claims against TAG, including claims for equitable subordination, recharacterization of debt and avoidable transfers;

WHEREAS, the Debtor has filed a motion for summary judgment in the Adversary Proceeding;

WHEREAS, TAG has opposed the Debtor's Motion for Summary Judgment and has advised the UCC that its claims of equitable subordination, recharacterization and avoidance are unmeritorious, it is therefore.

STIPULATED AND AGREED that TAG shall not assert in any proceeding arising in this case that the Court's decision on the Motion for Summary Judgment operates, on grounds of *res judicata* or collateral estoppel, to preclude the Debtor, the UCC, other estate representative or a trustee under a creditors' trust, from asserting claims against TAG for equitable subordination, recharacterization of debt, or avoidance of transfers, and TAG's defenses to such claims are fully reserved.

Dated: June 18, 2009

By: David W. Parham

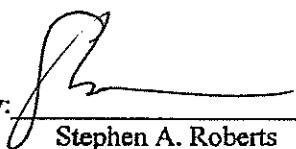
David W. Parham
State Bar No. 15459500
Elliot D. Schuler
State Bar No. 24033046

BAKER & McKENZIE, LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

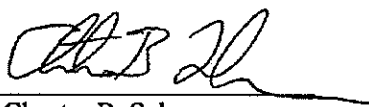
ATTORNEYS FOR THE COMMITTEE

STIPULATION RESERVING PARTIES' RIGHTS
DALDMS/663073.2

2

By: 
Stephen A. Roberts
Duane J. Brescia
STRASBURGER & PRICE, LLP
600 Congress Avenue, Suite 1600
Austin, Texas 78701
Telephone: (512) 499-3600
Facsimile: (512) 499-3660

ATTORNEYS FOR DEBTOR

By: 
Chester B. Salomon
BECKER, GLYNN, MELAMED & MUFFLY LLP
299 Park Avenue
New York, N.Y. 10171
Telephone: (212) 888-3033
Facsimile: (212) 888-0255

ATTORNEYS FOR TAG